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AZ CORP COMMISSION

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KEN LINDOW CPA

**DO NOT PUBLISH
THIS SECTION****ARTICLE 1**

The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a trademark, attach trademark certificate.

ARTICLE 2

The name cannot imply that the corporation is organized for any purpose other than the initial business indicated in this article.

ARTICLE 3

The total number of authorized shares cannot be blank or "Not Applicable." The number of authorized shares must be greater than zero.

ARTICLE 4

May be in care of the statutory agent.

ARTICLE 6

The agent must provide a physical address. If the statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location. The agent must sign the Articles or provide a consent of acceptance of the appointment.

**ARTICLES OF INCORPORATION
OF**

Pursuant to A.R.S. §10-202
(An Arizona Business Corporation)

1. Name:

The name of the Corporation is:

Mattress RX, Inc.

AZ CORPORATION COMMISSION
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2. Initial Business:

The Corporation initially intends to conduct the business of:

retail sales

APR 26 2010

FILE NO. 1599508-9

3. Authorized Capital:

The Corporation shall have authority to issue 1,000,000 shares of Common Stock.

4. Known Place of Business: (In Arizona)

The street address of the known place of business of the Corporation is:

885 North Granite Road #59

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Scottsdale, AZ 85257

MAY 03 2010

FILE NO. 15995089

5. Statutory Agent (In Arizona)

The name and address of the statutory agent of the Corporation is:

Kenneth A. Lindow

14855 S. 46TH ST.

PHOENIX, AZ 85044

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THIS SECTION****ARTICLE 6**A minimum of 1
director is required.**6. Board of Directors:**

The initial board of directors shall consist of one director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of shareholders or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Name: Bruce E. Kirby

Name: _____

Address: 885 North Granite Reef #59

Address: _____

City, State, Zip: Scottsdale, AZ 85257

City, State, Zip: _____

Name: _____

Name: _____

Address: _____

Address: _____

City, State, Zip: _____

City, State, Zip: _____

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE 7A minimum of 1
incorporator is
required. All
incorporators must
sign both the
Articles of
Incorporation and
the Certificate of
Disclosure.**7. Incorporators:**

The name(s) and address(es) of the incorporator(s) is (are):

Name: Kenneth A. Lindow

Name: _____

Address: 14855 South 48 St.

Address: _____

City, State, Zip: Phoenix, AZ 85044

City, State, Zip: _____

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

8. Indemnification of Officers, Directors, Employees and Agents:

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. Limitation of Liability:

To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

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Executed this 26 TH day of April, 2010 by all of the
incorporators.

Signed: *Kenneth A. Lindow*

Kenneth A. Lindow

Print Name Here

Print Name Here

Phone and fax
numbers are
optional

PHONE 480-940-8351

FAX 480-452-0843

The agent must
consent to the
appointment by
executing the
consent.

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment
as statutory agent of the above-named corporation effective

This 26 TH day of April, 2010

Kenneth A. Lindow
Signature

Kenneth A. Lindow

Print Name Here

The Articles must
be accompanied by
a Certificate of
Disclosure,
executed within 30
days of delivery to
the Commission, by
all incorporators.

[If signing on behalf of a company serving as
statutory agent, print company name here]

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profit and financial institutions) or §10-3202(D) (nonprofits)

Mattress Rx, Inc.

EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profit and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No XB. IF YES, the following information **MUST** be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

- C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profit and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
 - (a) was incorporated.
 - (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I/(we) have examined this Certificate, including any attachments, and to the best of my/(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY

Kenneth A. Lindow

BY

PRINT NAME Kenneth A. Lindow

PRINT NAME _____

TITLE IncorporatorDATE 4/26/2010

TITLE _____

DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profit or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a **SUPPLEMENTAL** certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.